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Proposed Reorganization Counsel for  
 Debtors and Debtors in Possession

Proposed Local Reorganization Counsel for  
 Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:  
 NORTHERN NV ACQUISITIONS, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_;  
 Jointly Administered

- ☐ Affects this Debtor
- ☒ Affects all Debtors
- ☐ Affects Reno Land Holdings, LLC
- ☐ Affects River Central, LLC
- ☐ Affects Tropicana Station, LLC
- ☐ Affects FCP Holding, Inc.
- ☐ Affects FCP Voteco, LLC
- ☐ Affects Fertitta Partners LLC
- ☐ Affects Station Casinos, Inc.
- ☐ Affects FCP MezzCo Parent, LLC
- ☐ Affects FCP MezzCo Parent Sub, LLC
- ☐ Affects FCP MezzCo Borrower VII, LLC
- ☐ Affects FCP MezzCo Borrower VI, LLC
- ☐ Affects FCP MezzCo Borrower V, LLC
- ☐ Affects FCP MezzCo Borrower IV, LLC
- ☐ Affects FCP MezzCo Borrower III, LLC
- ☐ Affects FCP MezzCo Borrower II, LLC
- ☐ Affects FCP MezzCo Borrower I, LLC
- ☐ Affects FCP PropCo, LLC

**MOTION FOR INTERIM AND FINAL  
 ORDERS DIRECTING JOINT  
 ADMINISTRATION OF CHAPTER 11  
 CASES PURSUANT TO FED. R.  
 BANKR. P. 1015(b) AND LOCAL RULE  
 1015(b)**

Hearing Date: July 30, 2009  
 Hearing Time: 1:30 p.m.  
 Place: 300 Booth Street  
 Reno, NV 89509

1 TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

2 Station Casinos, Inc. ("SCI") and its affiliated debtors and debtors in possession  
3 (collectively, the "Debtors" or "Station")<sup>1</sup> in the above-captioned chapter 11 cases, hereby  
4 submit this motion (the "Motion") for interim and final orders pursuant to rule 1015(b) of the  
5 Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rule 1015(b) of the Local  
6 Rules of Bankruptcy Procedure for the District of Nevada (as amended, the "Local Rules"),  
7 directing joint administration of the Debtors' chapter 11 cases for procedural purposes only. In  
8 support of this motion, the Debtors respectfully state as follows:

## 10 LEGAL MEMORANDUM

### 11 I. Background

12 1. The Debtors commenced these chapter 11 cases on July 28, 2009 (the  
13 "Petition Date"). SCI and its non-debtor subsidiaries (collectively, the "Station Group")  
14 constitute a gaming entertainment enterprise that owns and operates under the "Station" and  
15 "Fiesta" brand names ten major hotels/casinos (two of which are 50% owned) and eight smaller  
16 casinos (three of which are 50% owned) in the Las Vegas metropolitan area. The Station Group  
17 owns ten of the hotels/casinos' underlying real property in fee and leases the underlying real  
18 property for Texas Station Gambling Hall & Hotel ("Texas Station"), Wild Wild West Gambling  
19 Hall & Hotel ("Wild Wild West"), Barley's Casino & Brewing Company ("Barley's"), and The  
20 Greens Gaming and Dining ("The Greens"). Debtor FCP PropCo, LLC ("FCP PropCo") owns  
21 the underlying real estate for Palace Station Hotel & Casino ("Palace Station"), Sunset Station  
22 Hotel & Casino ("Sunset Station") and Red Rock Casino Resort Spa ("Red Rock"). FCP PropCo  
23 owns a portion of the underlying real property for Boulder Station Hotel & Casino ("Boulder  
24 Station") and also leases a portion of Boulder Station's underlying real property. Station  
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26 <sup>1</sup> The Debtors in these chapter 11 cases are Northern NV Acquisitions, LLC, Reno Land Holdings, LLC,  
27 River Central, LLC, Tropicana Station, LLC, FCP Holding, Inc., FCP Voteco, LLC, Fertitta Partners LLC,  
28 Station Casinos, Inc., FCP MezzCo Parent, LLC, FCP MezzCo Parent Sub, LLC, FCP MezzCo Borrower  
VII, LLC, FCP MezzCo Borrower VI, LLC, FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV,  
LLC, FCP MezzCo Borrower III, LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC,  
and FCP PropCo, LLC.

1 California, LLC (“Station California”), a non-debtor subsidiary of SCI, manages a casino for a  
2 Native American tribe. As of July 17, 2009, the Station Group had approximately 13,174  
3 employees, and the Debtors had approximately 663 employees. The Station Group’s growth  
4 strategy includes the master-planned expansions of its existing gaming facilities in Nevada, the  
5 development of gaming facilities on certain real estate that the Station Group now owns or is  
6 under contract to acquire in the Las Vegas valley and Reno, Nevada, the evaluation and pursuit  
7 of additional acquisition or development opportunities in Nevada and other gaming markets, and  
8 the pursuit of additional management agreements with Native American tribes.

9           2.       The Station Group owns and operates: (i) Palace Station, (ii) Boulder  
10 Station, (iii) Texas Station, (iv) Sunset Station, (v) Santa Fe Station Hotel & Casino, (vi) Red  
11 Rock, (vii) Fiesta Rancho Casino Hotel, (viii) Fiesta Henderson Casino Hotel, (ix) Wild Wild  
12 West, (x) Wildfire Casino, (xi) Wildfire Casino – Boulder Highway, formerly known as Magic  
13 Star Casino, (xii) Gold Rush Casino, and (xiii) Lake Mead Casino.

14           3.       The Station Group also holds a 50% interest in the non-debtor entities that  
15 own and operate: (i) Green Valley Ranch Resort Spa Casino (“Green Valley Ranch”),  
16 (ii) Aliante Station Casino & Hotel (“Aliante Station”), (iii) Barley’s, (iv) The Greens, and  
17 (v) Wildfire Casino & Lanes, formerly known as Renata’s Casino.

18           4.       Each of the Station Group’s casinos caters primarily to local Las Vegas  
19 area residents. The Station Group markets the eight “Station” casinos (including Green Valley  
20 Ranch, Red Rock and Aliante Station) together under the Station Casinos brand and the two  
21 “Fiesta” casinos under the Fiesta brand, offering convenience and choices to residents  
22 throughout the Las Vegas valley with its strategically located properties. In addition, Station  
23 California manages Thunder Valley Casino in Northern California on behalf of the United  
24 Auburn Indian Community.

25           5.       As of June 30, 2009 and based on a general ledger book value, the Debtors  
26 owned assets valued in the aggregate in excess of approximately \$5.7 billion and had debt and  
27 other liabilities of approximately \$6.5 billion.

6. SCI is a privately held company whose shares are held by Debtors Fertitta Partners LLC, FCP Holding, Inc. and FCP VoteCo, LLC. FCP MezzCo Parent, LLC, FCP MezzCo Parent Sub, LLC, FCP MezzCo Borrower VII, LLC, FCP MezzCo Borrower VI, LLC, FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV, LLC, FCP MezzCo Borrower III, LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC, and FCP PropCo, LLC (collectively, the “CMBS Debtors”), as well as Northern NV Acquisitions, LLC, Reno Land Holdings, LLC, River Central, LLC and Tropicana Station, LLC, are all either direct or indirect wholly owned subsidiaries of SCI. Certain of the CMBS Debtors issued a mortgage loan and related mezzanine financings in the aggregate principal amount of \$2.475 billion (the “CMBS Loans”). The CMBS Loans are collateralized by substantially all fee and leasehold real property comprising Palace Station Hotel & Casino, Boulder Station Hotel & Casino, Sunset Station Hotel & Casino, and Red Rock.

7. Filed concurrently herewith, and incorporated herein by reference, is the Omnibus Declaration of Thomas M. Friel in Support of the Debtors’ Chapter 11 Petitions and First Day Motions, which contains more detail on the Debtors’ assets, liabilities, equity ownership, business operations and business plans.

## II. Jurisdiction and Venue

8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

## III. Relief Requested

9. By this Motion, the Debtors seek entry of an order directing joint administration of these cases for procedural purposes only, pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015(b).

10. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). FCP Holding, Inc., Fertitta Partners LLC and FCP Voteco, LLC collectively hold 100% of the equity interest of SCI,

1 and each of the other Debtors is a direct or indirect wholly owned subsidiary of SCI.

2 Consequently, the Debtors are “affiliates” (as that term is defined in Bankruptcy Code section  
3 101(2)). Accordingly, this Court is authorized to grant the requested relief.

4           11. Joint administration will avoid the preparation, replication, service and  
5 filing, as applicable, of duplicative notices, applications and orders, thereby saving the Debtors  
6 considerable expense and resources. The rights of creditors will not be adversely affected as this  
7 Motion requests only administrative, and not substantive, consolidation of the estates. Moreover,  
8 each creditor may still file its claim against a particular estate. In fact, the rights of all creditors  
9 will be enhanced by the reduced costs that will result from the joint administration of these cases.  
10 The Court also will be relieved of the burden of entering duplicative orders and maintaining  
11 duplicative files. Finally, supervision of the administrative aspects of these chapter 11 cases by  
12 the United States Trustee for the District of Nevada will be simplified.

13           12. Accordingly, the Debtors respectfully request that the caption of their  
14 cases be modified to reflect the joint administration of these chapter 11 cases, as follows:  
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28

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

Chapter 11

NORTHERN NV ACQUISITIONS, LLC

Case No. BK-09-\_\_\_\_\_

Jointly Administered

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- ☐ Affects all Debtors
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- ☐ Affects River Central, LLC
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- ☐ Affects FCP MezzCo Borrower II, LLC
- ☐ Affects FCP MezzCo Borrower I, LLC
- ☐ Affects FCP PropCo, LLC

13. The Debtors also seek the Court's direction that a notation substantially similar to the following notation be entered on the docket of each of the Debtors to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Northern NV Acquisitions, LLC, et al. The docket in Case No. 09-\_\_\_\_ (\_\_\_\_) should be consulted for all matters affecting this case.

14. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee Operating Guidelines on a consolidated basis. This would further administrative economy and efficiency without prejudice to any party in interest.

1 **IV. Conclusion**

2 **WHEREFORE**, the Debtors respectfully request entry of interim and final orders  
3 substantially in the form attached hereto granting (i) the relief requested in this Motion and  
4 (ii) such other relief as the Court may deem just and proper.

5  
6 Dated: July 28, 2009

Respectfully submitted,

7  
8 By: \_\_\_\_\_/s  
9 Paul S. Aronzon, CA State Bar #88781  
10 Thomas R. Kreller, CA State Bar #161922  
11 MILBANK, TWEED, HADLEY & McCLOY LLP  
12 601 South Figueroa Street, 30th Floor  
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Debtors and Debtors in Possession

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Proposed Local Reorganization Counsel  
For Debtors and Debtors in Possession

## **Exhibit A**



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**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:

Chapter 11

NORTHERN NV ACQUISITIONS, LLC

Case No. BK-09-\_\_\_\_\_  
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- ☐ Affects FCP PropCo, LLC

**INTERIM ORDER DIRECTING JOINT  
 ADMINISTRATION OF CHAPTER 11  
 CASES PURSUANT TO FED. R.  
 BANKR. P. 1015(b) AND LOCAL RULE  
 1015(b)**

Hearing Date: July 30, 2009  
 Hearing Time: 1:30 p.m.

1           Upon the motion, dated July 28, 2009 (the “Motion”),<sup>1</sup> of Station Casinos, Inc.  
 2           and its affiliated debtors and debtors in possession (collectively, the “Debtors” or “Station”)<sup>2</sup> in  
 3           the above-captioned chapter 11 cases, for interim and final orders pursuant to rule 1015(b) of the  
 4           Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 1015(b) of the Local  
 5           Rules of Bankruptcy Procedure for the District of Nevada (as amended, the “Local Rules”),  
 6           directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only,  
 7           as more fully described in the Motion; and upon consideration of the supporting declaration of  
 8           Thomas M. Friel, sworn to on July 24, 2009; and the Court having jurisdiction to consider the  
 9           Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and  
 10          consideration of the Motion and the relief requested therein being a core proceeding pursuant to  
 11          28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and  
 12          1409; and the Court having determined that the relief sought in the Motion is in the best interests  
 13          of the Debtors, their creditors and all parties in interest; and the Court having determined that the  
 14          legal and factual bases set forth in the Motion establish just cause for the relief granted herein;  
 15          and after due deliberation and sufficient cause appearing therefore, it is

16                   **ORDERED** that the Motion is granted on an interim basis pending a final hearing  
 17          thereon (the “Final Hearing”) and entry of a superseding Final Order by this Court; and it is  
 18          further

19                   **ORDERED** that the above-captioned chapter 11 cases are consolidated for  
 20          procedural purposes only and shall be jointly administered by the Court under Case No. 09-  
 21          \_\_\_\_\_ (\_\_\_\_) pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015(b); and it is further

22                   **ORDERED** that nothing contained in this Order shall be deemed or construed as  
 23          directing or otherwise affecting the substantive consolidation of the above-captioned estates or  
 24

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25          <sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

26          <sup>2</sup> The Debtors in these chapter 11 cases are Northern NV Acquisitions, LLC, Reno Land Holdings, LLC,  
 27          River Central, LLC, Tropicana Station, LLC, FCP Holding, Inc., FCP Voteco, LLC, Fertitta Partners LLC,  
 28          Station Casinos, Inc., FCP MezzCo Parent, LLC, FCP MezzCo Parent Sub, LLC, FCP MezzCo Borrower  
 VII, LLC, FCP MezzCo Borrower VI, LLC, FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV,  
 LLC, FCP MezzCo Borrower III, LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC,  
 and FCP PropCo, LLC.

otherwise affecting the rights of any creditors, under the Bankruptcy Code or otherwise; and it is further

**ORDERED** that the caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

NORTHERN NV ACQUISITIONS, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_  
Jointly Administered

- ☐ Affects this Debtor
- ☐ Affects all Debtors
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- ☐ Affects FCP MezzCo Borrower I, LLC
- ☐ Affects FCP PropCo, LLC

; and it is further

**ORDERED** that a docket entry shall be made for each of the Debtors as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Northern NV Acquisitions, LLC, et al. The docket in Case No. 09-\_\_\_\_ (\_\_\_\_) should be consulted for all matters affecting this case.

; and it is further

1                   **ORDERED** that the Debtors shall be permitted to file their monthly operating  
2 reports required by the United States Trustee Operating Guidelines on a consolidated basis; and  
3 it is further

4                   **ORDERED** that the Final Hearing is set for \_\_\_\_\_ at \_\_\_\_\_  
5 (prevailing Pacific Standard Time); and it is further

6                   **ORDERED** that, notwithstanding any provision in the Federal Rules of  
7 Bankruptcy Procedure to the contrary, the Debtors are not subject to any stay in the  
8 implementation, enforcement or realization of the relief granted in this Interim Order, and the  
9 Debtors may, in their discretion and without further delay, take any action and perform any act  
10 authorized under this Interim Order; and it is further

11                   **ORDERED** that within \_\_\_\_ days of this Interim Order, the Debtors shall serve  
12 this Interim Order upon the Master Service List pursuant to the Court's Order Establishing  
13 Notice Procedures; and it is further

14                   **ORDERED** that notice of the Motion as provided therein shall be deemed good  
15 and sufficient notice of the Motion.

16  
17 SUBMITTED BY:

18 Paul S. Aronzon (CA State Bar No. 88781)  
19 Thomas R. Kreller (CA State Bar No. 161922)  
20 MILBANK, TWEED, HADLEY & McCLOY LLP  
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Proposed Local Reorganization Counsel for  
Debtors and Debtors in Possession

###

## **Exhibit B**

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**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:

NORTHERN NV ACQUISITIONS, LLC

Chapter 11

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- ☐ Affects FCP PropCo, LLC

**FINAL ORDER DIRECTING JOINT  
 ADMINISTRATION OF CHAPTER 11  
 CASES PURSUANT TO FED. R.  
 BANKR. P. 1015(b) AND LOCAL RULE  
 1015(b)**

Hearing Date:  
 Hearing Time:

1           Upon the motion, dated July 28, 2009 (the “Motion”),<sup>1</sup> of Station Casinos, Inc.  
 2     and its affiliated debtors and debtors in possession (collectively, the “Debtors” or “Station”)<sup>2</sup> in  
 3     the above-captioned chapter 11 cases, for interim and final orders pursuant to rule 1015(b) of the  
 4     Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 1015(b) of the Local  
 5     Rules of Bankruptcy Procedure for the District of Nevada (as amended, the “Local Rules”),  
 6     directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only,  
 7     as more fully described in the Motion; and upon consideration of the supporting declaration of  
 8     Thomas M. Friel, sworn to on July 24, 2009; and the Court having jurisdiction to consider the  
 9     Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and  
 10    consideration of the Motion and the relief requested therein being a core proceeding pursuant to  
 11    28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and  
 12    1409; and the Court having determined that the relief sought in the Motion is in the best interests  
 13    of the Debtors, their creditors and all parties in interest; and the Court having determined that the  
 14    legal and factual bases set forth in the Motion establish just cause for the relief granted herein;  
 15    and after due deliberation and sufficient cause appearing therefore, it is

16                   **ORDERED** that the Motion is granted in its entirety; and it is further

17                   **ORDERED** that the above-captioned chapter 11 cases are consolidated for  
 18    procedural purposes only and shall be jointly administered by the Court under Case No. 09-  
 19    \_\_\_\_\_ (\_\_\_\_) pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015(b); and it is further

20                   **ORDERED** that nothing contained in this Order shall be deemed or construed as  
 21    directing or otherwise affecting the substantive consolidation of the above-captioned estates or  
 22    otherwise affecting the rights of any creditors, under the Bankruptcy Code or otherwise; and it is  
 23    further

25                   

---

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

26                   <sup>2</sup> The Debtors in these chapter 11 cases are Northern NV Acquisitions, LLC, Reno Land Holdings, LLC,  
 27                   River Central, LLC, Tropicana Station, LLC, FCP Holding, Inc., FCP Voteco, LLC, Fertitta Partners LLC,  
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                   VII, LLC, FCP MezzCo Borrower VI, LLC, FCP MezzCo Borrower V, LLC, FCP MezzCo Borrower IV,  
                   LLC, FCP MezzCo Borrower III, LLC, FCP MezzCo Borrower II, LLC, FCP MezzCo Borrower I, LLC,  
                   and FCP PropCo, LLC.

1                   **ORDERED** that the caption of the jointly administered cases should read as  
2 follows:

3                                   **UNITED STATES BANKRUPTCY COURT**  
4                                   **DISTRICT OF NEVADA**

5 In re:

6 NORTHERN NV ACQUISITIONS, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_  
Jointly Administered

- 7       ☐ Affects this Debtor  
8       ☐ Affects all Debtors  
9       ☐ Affects Reno Land Holdings, LLC  
10      ☐ Affects River Central, LLC  
11      ☐ Affects Tropicana Station, LLC  
12      ☐ Affects FCP Holding, Inc.  
13      ☐ Affects FCP Voteco, LLC  
14      ☐ Affects Fertitta Partners LLC  
15      ☐ Affects Station Casinos, Inc.  
16      ☐ Affects FCP MezzCo Parent, LLC  
17      ☐ Affects FCP MezzCo Parent Sub, LLC  
18      ☐ Affects FCP MezzCo Borrower VII, LLC  
19      ☐ Affects FCP MezzCo Borrower VI, LLC  
20      ☐ Affects FCP MezzCo Borrower V, LLC  
21      ☐ Affects FCP MezzCo Borrower IV, LLC  
22      ☐ Affects FCP MezzCo Borrower III, LLC  
23      ☐ Affects FCP MezzCo Borrower II, LLC  
24      ☐ Affects FCP MezzCo Borrower I, LLC  
25      ☐ Affects FCP PropCo, LLC

26 ; and it is further

27                   **ORDERED** that a docket entry shall be made for each of the Debtors as follows:

28                   An Order has been entered in this case directing the procedural consolidation and  
joint administration of the chapter 11 cases of Northern NV Acquisitions, LLC, et  
al. The docket in Case No. 09-\_\_\_\_ (\_\_\_\_) should be consulted for all matters  
affecting this case.

29 ; and it is further



1                   **ORDERED** that the Debtors shall be permitted to file their monthly operating  
2 reports required by the United States Trustee Operating Guidelines on a consolidated basis; and  
3 it is further

4                   **ORDERED** that the terms and conditions of this Order shall be immediately  
5 effective and enforceable upon its entry; and it is further

6                   **ORDERED** that notice of the Motion as provided therein shall be deemed good  
7 and sufficient notice of the Motion.

8  
9 SUBMITTED BY:

10 Paul S. Aronzon (CA State Bar No. 88781)  
11 Thomas R. Kreller (CA State Bar No. 161922)  
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23 Proposed Local Reorganization Counsel for  
24 Debtors and Debtors in Possession

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26  
27  
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